

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York
(State)Case number (if known): _____ Chapter 11 Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name

TerraForm Private Holdings, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN)

8 1 - 2 0 7 5 9 9 3

4. Debtor's address

Principal place of business

13736 Riverport Drive
Number Street

Mailing address, if different from principal place of business

Number Street

P.O. Box

City State ZIP Code

Maryland Heights MO 63043
City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

St. Louis
County

5. Debtor's website (URL)

www.sunedison.com

6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 Partnership (excluding LLP)
 Other. Specify: _____

Debtor	TerraForm Private Holdings, LLC Name	Case number (if known) _____
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7. Describe debtor's business

A. Check one:

Health Care Business (as defined in 11 U.S.C. § 101(27A))
 Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
 Railroad (as defined in 11 U.S.C. § 101(44))
 Stockbroker (as defined in 11 U.S.C. § 101(53A))
 Commodity Broker (as defined in 11 U.S.C. § 101(6))
 Clearing Bank (as defined in 11 U.S.C. § 781(3))
 None of the above

B. Check all that apply:

Tax-exempt entity (as described in 26 U.S.C. § 501)
 Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
 Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

2 2 1 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

Chapter 7
 Chapter 9
 Chapter 11. Check all that apply:

Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
 The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 A plan is being filed with this petition.
 Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
 The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
 Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No
 Yes. District _____ When _____ Case number _____
 MM / DD / YYYY
 If more than 2 cases, attach a separate list. District _____ When _____ Case number _____
 MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No
 Yes. Debtor See Annex 1 Relationship _____
 District _____ When _____
 MM / DD / YYYY
 List all cases. If more than 1, attach a separate list. Case number, if known _____

Debtor TerraForm Private Holdings, LLC _____ Case number (if known) _____

11. Why is the case filed in this district? *Check all that apply:*

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other _____

Where is the property? _____

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

No

Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds *Check one:*

Funds will be available for distribution to unsecured creditors.

After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

<input checked="" type="checkbox"/> 1-49	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 25,001-50,000
<input type="checkbox"/> 50-99	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 50,001-100,000
<input type="checkbox"/> 100-199	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> More than 100,000
<input type="checkbox"/> 200-999		

15. Estimated assets

<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion
<input type="checkbox"/> \$50,001-\$100,000	<input checked="" type="checkbox"/> \$10,000,001-\$50 million	<input type="checkbox"/> \$1,000,000,001-\$10 billion
<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

Debtor Name	Case number (if known)		
16. Estimated liabilities	<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion
	<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input type="checkbox"/> \$1,000,000,001-\$10 billion
	<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
	<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- I have been authorized to file this petition on behalf of the debtor.
- I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on _____
MM / DD / YYYY

X

Signature of authorized representative of debtor

Printed name

Title _____

18. Signature of attorney

X

Signature of attorney for debtor

Date

MM / DD / YYYY

Printed name

Firm name

Number Street

City

State

ZIP Code

Contact phone

Email address

Bar number

State

Annex 1

SCHEDULE OF DEBTORS

The debtor in this chapter 11 case seeks joint administration with SunEdison, Inc. and its affiliates' jointly administered cases filed in this Court on April 21, 2016, June 1, 2016, July 20, 2016, August 9, 2016, and August 10, 2016, under Case No. 16-10992 (SMB) pursuant to the Order Granting Debtors' Motion for Order (I) Directing Joint Administration of the Chapter 11 Cases Pursuant to Bankruptcy Rule 1015(b) and (II) Waiving Requirements of Bankruptcy Code Section 342(c)(1) and Bankruptcy Rule 2002(n) [Docket No. 66].

Debtor	Employer Identification Number (EIN)
1. TerraForm Private Holdings, LLC	81-2075993

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re: : **Chapter 11**
TERRAFORM PRIVATE HOLDINGS, LLC : **Case No. 16-_____ (SMB)**
Debtor.¹ : **(Jointly Administered)**
:

**CORPORATE OWNERSHIP STATEMENT OF
TERRAFORM PRIVATE HOLDINGS, LLC**

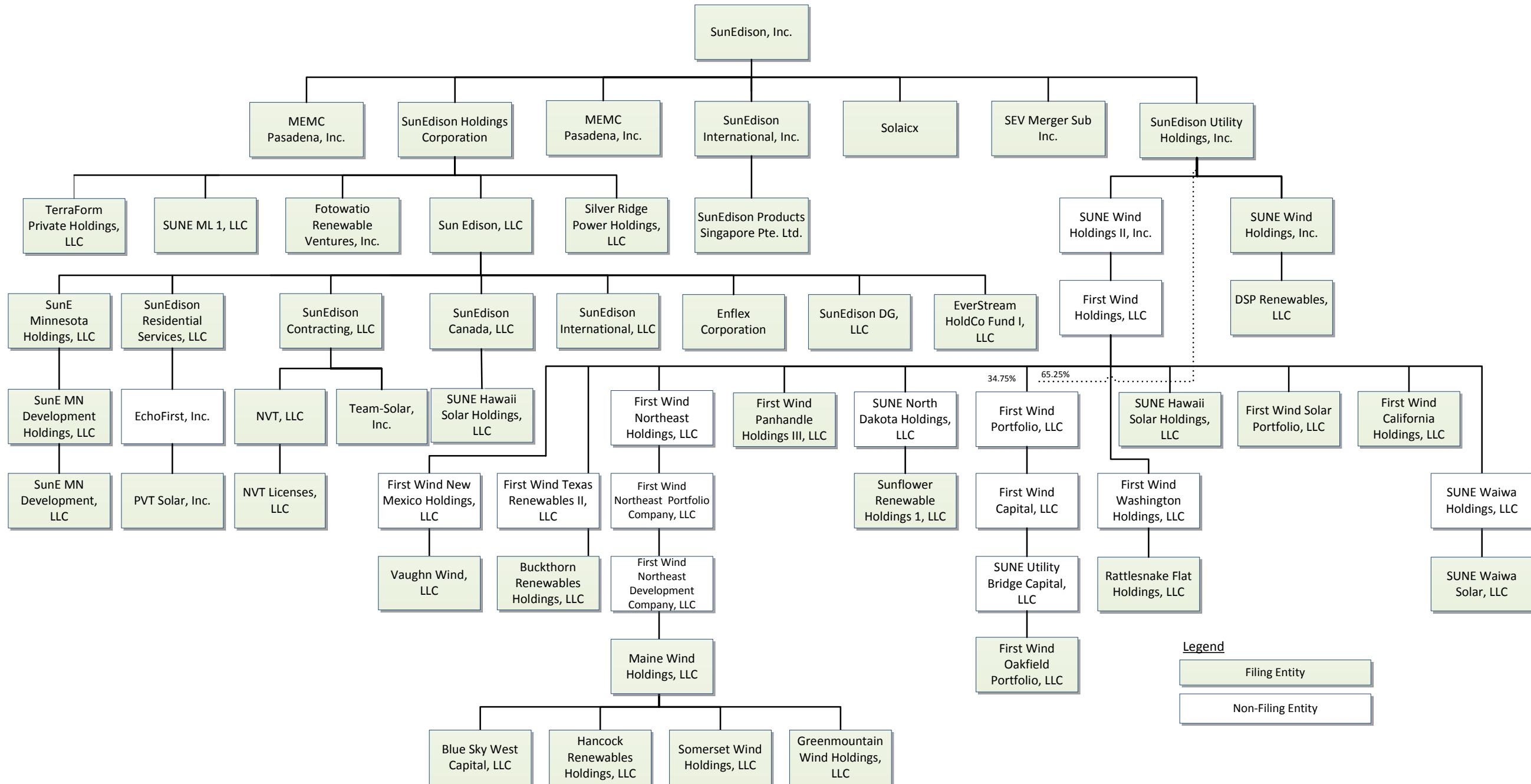
Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the organizational chart attached hereto as Exhibit 1 identifies all entities having a direct or indirect ownership interest in TerraForm Private Holdings, LLC, the above-captioned debtor and debtor in possession (the “Debtor”).

LIST OF EQUITY SECURITY HOLDERS

The following list sets forth each of the equity security holders of the Debtor, and has been prepared in accordance with Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure.

Equity Holder	Address of Equity Holder	Number of Units	Type of Units
SunEdison Holdings Corporation	13736 Riverport Drive, Suite 180, Maryland Heights, MO 63043	100%	Membership Units in TerraForm Private Holdings, LLC

¹ The last four digits of the Debtor’s taxpayer identification number is (5993) and the address of its corporate headquarters is c/o SunEdison, Inc., 13736 Riverport Drive, Suite 180, Maryland Heights, MO 63043.



* This chart reflects the debtor's corporate structure upon the joint administration of its case with SunEdison, Inc. and its affiliates' cases.

Fill in this information to identify the case and this filing:

Debtor Name _____

United States Bankruptcy Court for the: _____ District of _____
(State)

Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets–Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: *List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on _____
MM / DD / YYYY**X**

Signature of individual signing on behalf of debtor

Printed name _____

Position or relationship to debtor _____

Debtor - TerraForm Private Holdings LLC

Fill in this information to identify the case:

Debtor Name TerraForm Private Holdings LLCUnited States Bankruptcy Court for the: Southern District of New York

Case number (if known): _____

 Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Deutsche Bank AG New York Branch Administrative Agent under the Debtors' DIP Financing 5022 Gate Parkway, Suite 100 Jacksonville, FL 32256	Sara Pelton (904) 271- 2886 Sara.Pelton@db.com	DIP financing guaranty ¹	Contingent			Any amounts outstanding under the DIP Loan Documents (as such term is defined in the Final DIP Order)

¹ TerraForm Private Holdings, LLC is listed on Schedule 1.01(d) (Initial Guarantors) to the DIP Credit Agreement. Because a secured guaranty could not be provided due to issues of a type described in Section 6.17(b) of the DIP Credit Agreement, TerraForm Private Holdings, LLC provided only an unsecured guaranty with respect thereto.

Debtor TerraForm Private Holdings LLC
Name _____

10 of 16

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.
2	Wilmington Trust, National Association Attn: Peter Finkel 50 South Sixth St., Suite 1290 Minneapolis, MN 55402 (612)-217-5629	WilmerHale (counsel to Wilmington Trust) Attn: Andrew Goldman 7 World Trade Center 250 Greenwich Street NY, NY 10007 (212) 230-8800 andrew.goldman@wilmerhale.com	Guaranty ²	Contingent	Any amounts outstanding under the Prepetition Second Lien Documents (as such term is defined in the Final DIP Order)
3	Wilmington Savings Fund Society, FSB Attn: Geoffrey J. Lewis 500 Delaware Ave Wilmington, DE 19801 (302) 573-3218 glewis@wsfsbank.com	Pillsbury Winthrop Shaw Pittman LLP (counsel to WSFS) Attn: Daniel S. Brown, Dina E. Yavich 1540 Broadway NY, NY 10036 (212) 858-1000 daniel.brown@pillsburylaw.com dina.yavich@pillsburylaw.com	Guaranty ²	Contingent	Any amounts outstanding under the Prepetition Second Lien Documents (as such term is defined in the Final DIP Order)

² TerraForm Private Holdings, LLC provided an unsecured guaranty with respect to the Prepetition Second Lien Documents pursuant to Section 6.27 of the DIP Credit Agreement.

Fill in this information to identify the case and this filing:

Debtor Name _____

United States Bankruptcy Court for the: _____ District of _____
(State)

Case number (If known): _____

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An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

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Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets–Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: *List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on _____
MM / DD / YYYY**X**

Signature of individual signing on behalf of debtor

Printed name _____

Position or relationship to debtor _____

**ACTION BY WRITTEN CONSENT
OF THE SOLE MEMBER AND SOLE MANAGER
OF TERRAFORM PRIVATE HOLDINGS LLC
DECEMBER 16, 2016**

WHEREAS, SunEdison Holdings Corporation, the sole member and sole manager of TerraForm Private Holdings LLC, a Delaware limited liability company (the “Company”), does hereby consent to the taking of the following actions and does hereby adopt the following resolutions pursuant to the Company’s organizational documents, as they may be amended and/or restated from time to time, and the Delaware Limited Liability Company Act;

WHEREAS, the undersigned has considered presentations by the management and the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the effect of the foregoing on the Company’s business, creditors, and other parties in interest;

WHEREAS, the undersigned has had the opportunity to consult with the Company’s management and financial and legal advisors and fully consider each of the strategic alternatives available to the Company;

WHEREAS, based on its review of all available alternatives and advice provided by such advisors and professionals, the undersigned has determined that it is in the best interest of the Company and its stakeholders, for the Company and to take the actions specified in the following resolutions;

WHEREAS, the Company has entered into definitive documentation to transfer all of the Company Membership Interests (defined herein) of TerraForm Private, LLC to DIF Infra 4 US LLC and DIF Infra 4 US Co-Invest LLC (collectively, the “Buyer”), as authorized by the Board of Directors of SunEdison, Inc.;

WHEREAS, the transfer will be effectuated pursuant to a Membership Interest Purchase Agreement between the Company and the Buyer (the “MIPA”);

WHEREAS, the term “Company Membership Interests” refers to, collectively, (i) the Common Units and (ii) the TP PREPP Units, as each are defined in the MIPA; and

WHEREAS, the aggregate consideration for the Company Membership Interests is an amount in cash equal to approximately \$42 million.

Chapter 11 Case

WHEREAS, the undersigned has been presented with a proposed petition to be filed by the Company in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) seeking relief under the provisions of

chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), in which the authority to operate as a debtor-in-possession will be sought;

WHEREAS, the undersigned, having considered the financial and operational aspects of the Company’s business and the best course of action to maximize value, deem it advisable and in the best interests of the Company, its creditors, and other interested parties that a petition be filed by the Company seeking relief under the provisions of chapter 11 of the Bankruptcy Code;

NOW, THEREFORE, BE IT

RESOLVED, that in the judgment of the sole member of the Company, it is desirable and in the best interests of the Company, creditors, stakeholders and other interested parties, that a voluntary petition be filed by the Company seeking relief under the provisions of chapter 11 of the Bankruptcy Code, and the filing of such petition is authorized hereby; and it is further

RESOLVED, Mr. John Dubel hereby is elected to the office of Chief Restructuring Officer to serve at the pleasure of the sole member and in accordance with the Company’s organizational documents and any engagement agreement governing Mr. Dubel’s duties as Chief Restructuring Officer, and to hold office until the earlier election and qualification of his successor or until his earlier resignation or removal;

RESOLVED, that the officers of the Company, or any one of them or the Senior Vice President – General Counsel and Secretary of SunEdison, Inc. or the Chief Restructuring Officer of SunEdison, Inc. (collectively, the “Officers”), be, and each hereby is, authorized and empowered, on behalf of and in the name of the Company, to execute and verify a petition in the name of the Company under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court in such form and at such time as the Officer(s) executing said petition on behalf of the Company shall determine.

General Authority to Implement Resolutions

RESOLVED, that the Officers, or any one of them, be, and each hereby is, authorized and empowered, on behalf of and in the name of the Company, to execute, deliver, perform, verify and/or file, or cause to be executed, delivered, performed, verified and/or filed (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, statements, schedules, motions, lists, applications, pleadings, other papers as may be approved by any Officer, and to take any and all action which such Officer or Officers deem necessary or proper in connection with the chapter 11 case, with a view to the successful prosecution of the chapter 11 case contemplated by the foregoing resolutions; and it is further

RESOLVED, that Officers be, and each of them is, authorized to execute, deliver and perform any and all special powers of attorney as such Officer may deem necessary or desirable to facilitate consummation of the transactions contemplated by the

foregoing resolutions, pursuant to which such Officer will make certain appointments of attorneys to facilitate consummation of the transactions contemplated by the foregoing resolutions as the Company's true and lawful attorneys and authorize each such attorney to execute and deliver any and all documents of whatsoever nature and description that may be necessary or desirable to facilitate consummation of the transactions contemplated by the foregoing resolutions; and be it further

RESOLVED, that the Officers, or any one of them, be, and each hereby is, authorized and empowered, on behalf of and in the name of the Company, to retain and employ professionals to render services to the Company in connection with the chapter 11 case and the transactions contemplated by the foregoing resolutions, including, without limitation, the firm Skadden, Arps, Slate, Meagher & Flom LLP, to act as chapter 11 counsel; Togut, Segal & Segal LLP to act as co-counsel; Rothschild Inc. to act as investment banker and as financial advisor; McKinsey Recovery & Transformation Services U.S., LLC to act as restructuring advisor; and Prime Clerk LLC to act as claims and noticing agent and administrative advisor; and in connection herewith each Officer is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of the foregoing; and it is further

RESOLVED, that the Officers, or any one of them, be, and each hereby is, authorized and empowered, on behalf of and in the name of the Company, to amend, supplement or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements, financing statements, notices, undertakings or other writings referred to in the foregoing resolutions; and it is further

RESOLVED, that the Officers be, and each of them hereby is, authorized and empowered, on behalf of and in the name of the Company, to take or cause to be taken any and all such further action and to execute, deliver, perform, verify and/or file, or cause to be executed, delivered, performed, verified and/or filed (or direct others to do so on its behalf as provided herein) all such further documents, agreements, instruments, financing statements, notices, undertakings, certificates and other writings to effectuate the purpose and intent of any and all of the foregoing resolutions; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Officer to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code, or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company in all respects by the sole member of the Company; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Officer, or by any employees or agents of the Company, on or before the date hereof in connections with the transactions contemplated by the foregoing resolutions be, and they hereby are, ratified, confirmed and approved in all respects by the sole member of the Company; and it is further

RESOLVED, that the omission from these resolutions of any agreement, document or other arrangement contemplated by any of the agreements, instruments, filings or other documents described in the foregoing resolutions or any action to be taken in accordance with any requirement of any of the agreements, instruments, filings or other documents described in the foregoing resolutions shall in no manner derogate from the authority of the Officers to take all actions necessary, desirable, proper, advisable, or appropriate to consummate, effectuate, carry out or further the transaction contemplated by, and the intent and purposes of, the foregoing resolutions; and be it further

RESOLVED, that the sole member and sole manager of the Company has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waives any right to have received such notice.

SUNEDISON HOLDINGS CORPORATION
as Sole Member and Sole Manager of the Company

By: /s/ *Martin Truong*

Name: Martin Truong

Title: Authorized Signatory

[Action by Written Consent of the Sole Member and Sole Manager of TerraForm Private Holdings, LLC]